SEC

02)

Potential persons who are to respond to the collection of information contained 1972 (6- in this form are not required to respond unless the form displays a currently valid OMB control number.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SEC Mail Processing Section

FEB 2 9 2008

FORM D

NOTICE OF SALE OF SECURITIES Washington, DCPURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

| OMB APPROVAL            |
|-------------------------|
| MB Number: 3235-0076    |
| xpires: April 30, 2008  |
| stimated average burden |
| ours per response       |
| 6.00                    |

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|          |        | MAK 1    | 8 2008 |

[A][Z]

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

**<del>THOMSON</del>** 

| Name of Offering ([ ) check if this is   | an amendment and name 52,535,000 Comm            |                                  |              | nge.) FINANCI                         |
|--|--|----------------------------------|--------------|---------------------------------------|
| Filing Under (Check box(es) that ap Type of Filing: [ X ] New Filing [ ]                     |  | ] <u>Rule 505</u> [ <b>X</b> ] [ | Rule 506     | [ ] Section 4(6) [ ] ULOE             |
|  | A. BASIC IDENTI                                  | FICATION DATA                    |              |                                       |
| Enter the information requested a  | bout the issuer                                  |                                  |              |                                       |
| Name of Issuer ([ ] check if this is a   | n amendment and name<br>Better ATM S             |                                  | icate chan   | 9: 08042657                           |
|  | (Number and Street, City, er Rd., Suite 102, Mes |                                  | •            | mber (İncluding Area Code)<br>96-2033 |
| Address of Principal Business Oper<br>Area Code) (if different from Execut                   |  | et, City, State, Zip Co          | ode) Tele    | phone Number (Including               |
| Brief Description of Business<br>To develop, to market, to dist<br>automated teller machines | ribute and to license                            | the use of, stored               | value ca     | rds suitable for use in               |
| Type of Business Organization  |  |                                  |              |                                       |
| [ X ] corporation  | [ ] limited partne                               | rship, already formed            |              | [ ] other (please specify):           |
| [ ] business trust   | [ ] limited partne                               | rship, to be formed              |              |                                       |
|  |  | Month                            | Year         | <del></del>                           |
| Actual or Estimated Date of Incorpo  | ration or Organization:                          | <u>1 2</u>                       | <u> 0 5 </u> | [X] Actual [] Estimated               |

CN for Canada; FN for other foreign jurisdiction)

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a
    class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

|  |                |                      |   |     | ·        |    |                                 |
|--|----------------|----------------------|---|-----|----------|----|---------------------------------|
| Check Box(es) that Apply:                            | [ ] Promoter   | [ ] Beneficial Owner | [X] Executive Officer                       | [X] | Director | [] | General and/or<br>Managing Part |
| Full Name (Last name first, Nuttall, Todd L.         | if individual) |                      |   |     |          |    |                                 |
| Business or Residence Add<br>1234 S. Power Rd., Suit | •              |                      | p Code)                                     |     |          |    |                                 |
| Check Box(es) that Apply:                            | [] Promoter    | [ ] Beneficial Owner | [ X ] Executive Officer<br>(of the Manager) | [X] | Director | [] | General and/or<br>Managing Part |
| Full Name (Last name first, Honey, Thomas E.         | if individual) |                      |   |     |          | ·  |                                 |
| Business or Residence Add<br>1234 S. Power Rd., Suit |                |                      | p Code)                                     |     | ·        | ·  |                                 |

| [ ] Promoter  | [ X ] Beneficial<br>Owner   |   | cutive Officer (of the nager)   | [X] Dire   | ctor [ ] General a<br>Managing<br>Partner  |
|---|---|---|---|--|--|
| first, if individual)   | )   |   |   |  |  |
|   |   | y, State, Zip C   | Code)   |  |  |
| ply: [] Promo   | oter [X] Benefi   | cial Owner  | [X] Executive Officer   | [X] Director   | [ ] General and<br>Managing Pa   |
| first, if individual  | )   |   |   |  |  |
|   |   | y, State, Zip C   | ode)  |  |  |
| ply: [ ] Prom   | noter [] Benefic  | ial Owner [   | X ] Executive Officer   | [X] Director   | [ ] General and<br>Managing Pa   |
| first, if individual  | )   |   |   |  | <del> </del>   |
|   |   | y, State, Zip C   | Code)   |  |  |
| ply: [ ] Prom   | noter [ ] Benefic   | ial Owner [   | X ] Executive Officer   | [X] Director   | [ ] General and<br>Managing Pa   |
|   | )   |   |   |  |  |
|   |   | y, State, Zip C   | Code)   |  |  |
| ply: [ ] Prom   | noter [X] Benef   | icial Owner   | [ ] Executive Officer   | [X] Director   | [ ] General and<br>Managing Pa   |
|   |   |   |   |  |  |
| first, if individual  | )   |   |   |  | -  |
|   | per and Street, City  | y, State, Zip C   | Code)   |  |  |
| Address (Numb<br>Suite 102, Me  | per and Street, City  |   | Code)   | [ ] Director   | [] General and/<br>Managing Pa   |
| Address (Numb<br>Suite 102, Me  | per and Street, City<br>esa, AZ 85206<br>noter [X] Bene   |   | ·   | [ ] Director   |  |
| Address (Numb<br>Suite 102, Me<br>ply: [ ] Pron<br>first, if individual                                     | per and Street, Cityesa, AZ 85206  noter [X] Bene   | ficial Owner  | [ ] Executive Officer   | [ ] Director   |  |
| Address (Numb<br>Suite 102, Me<br>ply: [ ] Pron<br>first, if individual<br>e Address (Numb<br>Suite 102, Me | per and Street, Cityesa, AZ 85206  noter [X] Bene   | ficial Owner y, State, Zip C  | [ ] Executive Officer   |  |  |
|   | first, if individual Address (Numb Suite 102, Me ply: [ ] Prom first, if individual Address (Numb Suite 102, Me ply: [ ] Prom first, if individual Address (Numb Suite 102, Me ply: [ ] Prom first, if individual Address (Numb Suite 102, Me Address (Numb Suite 102, Me | first, if individual)  Address (Number and Street, City Suite 102, Mesa, AZ 85206  ply: [] Promoter [ X] Benefit  first, if individual)  Address (Number and Street, City Suite 102, Mesa, AZ 85206  ply: [] Promoter [] Beneficit  first, if individual)  Address (Number and Street, City Suite 102, Mesa, AZ 85206  ply: [] Promoter [] Beneficit  first, if individual)  Address (Number and Street, City Suite 102, Mesa, AZ 85206  ply: [] Promoter [] Beneficit  first, if individual)  Address (Number and Street, City Suite 102, Mesa, AZ 85206 | first, if individual)  Address (Number and Street, City, State, Zip C Suite 102, Mesa, AZ 85206  ply: [] Promoter [ X] Beneficial Owner  first, if individual)  Address (Number and Street, City, State, Zip C Suite 102, Mesa, AZ 85206  ply: [] Promoter [] Beneficial Owner [  first, if individual)  Address (Number and Street, City, State, Zip C Suite 102, Mesa, AZ 85206  ply: [] Promoter [] Beneficial Owner [  first, if individual)  Address (Number and Street, City, State, Zip C Suite 102, Mesa, AZ 85206  ply: [] Promoter [] Beneficial Owner [  first, if individual)  Address (Number and Street, City, State, Zip C Suite 102, Mesa, AZ 85206 | first, if individual)  Address (Number and Street, City, State, Zip Code)  Suite 102, Mesa, AZ 85206  ply: [] Promoter [X] Beneficial Owner [X] Executive Officer  first, if individual)  Address (Number and Street, City, State, Zip Code)  Suite 102, Mesa, AZ 85206  ply: [] Promoter [] Beneficial Owner [X] Executive Officer  first, if individual)  Address (Number and Street, City, State, Zip Code)  Suite 102, Mesa, AZ 85206  ply: [] Promoter [] Beneficial Owner [X] Executive Officer  first, if individual)  Address (Number and Street, City, State, Zip Code)  Suite 102, Mesa, AZ 85206  Address (Number and Street, City, State, Zip Code)  Suite 102, Mesa, AZ 85206 | Owner Manager)  first, if individual)  Address (Number and Street, City, State, Zip Code) Suite 102, Mesa, AZ 85206  ply: [] Promoter [ X] Beneficial Owner [ X] Executive Officer [ X] Director first, if individual)  Address (Number and Street, City, State, Zip Code) Suite 102, Mesa, AZ 85206  ply: [] Promoter [] Beneficial Owner [X] Executive Officer [X] Director first, if individual)  Address (Number and Street, City, State, Zip Code) Suite 102, Mesa, AZ 85206  ply: [] Promoter [] Beneficial Owner [X] Executive Officer [X] Director first, if individual)  Address (Number and Street, City, State, Zip Code) Suite 102, Mesa, AZ 85206 |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

|  |   |   |   | B. INFO   | RMATIC                               | ON ABOU                                  | JT OFFE                                 | RING  |                         |   |                           |
|--|---|---|---|---|--------------------------------------|--|---|---|-------------------------|---|---------------------------|
| 1. Has th  | ne issuer   | sold, or do   | es the iss  | uer intend  | to sell, to                          | non-accr                                 | edited inv                              | estors in this  | s offering?             |   |                           |
|  |   |   |   | Ansv  | wer also ii                          | n Appendi                                | x, Columi                               | n 2, if filing u  | nder ULO                | Ξ.                                      |                           |
| 2. What i  | is the min  | imum inve   | estment th  | at will be a  | accepted                             | from any i                               | individual                              | ?   |                         | *************************************** |                           |
| 3. Does  | the offerin   | ng permit j   | oint owner  | ship of a   | single uni                           | t?                                       |   | *****************   |                         |   | •••••                     |
| commiss<br>person to<br>states, lis<br>broker or | sion or sin<br>o be listed<br>st the nar<br>r dealer, y | nilar remu<br>d is an ass<br>ne of the t<br>you may s | neration for<br>sociated peoroker or detection to de-<br>et forth the | r solicitati<br>rson or a<br>ealer. If m<br>informati | on of pure<br>gent of a<br>nore than | chasers in<br>broker or (<br>five (5) pe | connection<br>dealer reg<br>ersons to b | paid or given,<br>on with sales<br>listered with<br>the listed are<br>only. | of securit<br>the SEC a | ies in the o<br>.nd/or with             | offering. If a a state or |
|  |   | ame first,<br>Froup, Inc                              | if individua  | 11)   |                                      |  |   |   |                         |   |                           |
|  |   | ience Add<br>etree Ran                                | ress<br>ch Rd., Si  | uite 290, S   | Scottsda                             | le, AZ 852                               | 258                                     |   |                         |   |                           |
| Name of  | Associat  | ed Broker   | or Dealer   |   |                                      |  |   |   |                         |   | · .                       |
| States in  | Which P   | erson List  | ed Has So   | licited or  | Intends to                           | Solicit Pu                               | ırchasers                               |   |                         |   |                           |
| •  | 'All States   |   | cindividual   | States)   |                                      |  |   |   |                         | 1                                       | ] All States              |
| [AL]   | [AK]  | [AZ] X  | [AR]  | [CA]  | [CO]                                 | [CT]                                     | [DE]                                    | [DC]  | (FL)                    | [GA]                                    | [HI]                      |
| (IL) X   | [IN]  | [AI]  | [KS]  | [KY]  | [LA]                                 | [ME]                                     | [MD]                                    | [MA]  | (MI)                    | [MN]                                    | [MS]                      |
| [MT]   | [NE]  | [NV]  | [NH]  | [NJ]  | [MM]                                 | [YN]                                     | [NC]                                    | (ND)  | (OH)                    | [OK]                                    | [OR]                      |
| [RI]   | [SC]  | [SD]  | [TN]  | [TX]  | [UT]                                 | [VT]                                     | [VA]                                    | [WA] X  | [WV]                    | [WI]                                    | [WY] X                    |
| Full Nam   | ne (Last n  | ame first,  | if individua  | ıl)   | ·                                    |  |   |   |                         |   |                           |
| Business   | s or Resid  | ience Add   | ress  |   | ·                                    |  |   |   |                         |   |                           |
| Name of  | Associat  | ed Broker   | or Dealer   | ·   |                                      |  |   |   |                         |   |                           |
|  |   |   | ed Has So   |   |                                      |  | ırchasers                               |   | ·                       | _                                       |                           |
| -  |   |   | individual  |   |                                      |  |   | (0.0)   |                         | [                                       | ] All States              |
| [AL]   | [AK]  | [AZ]  | [AR]  | [CA]  | [CO]                                 | [CT]                                     | (DE)                                    | [DC]  | (FL)                    | [GA]                                    | [HI]                      |
| [IL]   | [IN]  | [IA]  | [KS]  | [KY]  | [LA]                                 | [ME]                                     | [MD]                                    | [MA]  | [MI]                    | [MN]                                    | [MS]                      |
| [MT]<br>[RI]                                     | [NE]  | [NV]<br>[SD]  | (NH)<br>(TN)  | [NJ]<br>[TX]  | (NM)<br>(UT)                         | [NY]<br>[VT]                             | (NC)<br>[VA]                            | [ND]<br>[WA]  | [OH]<br>[WV]            | [OK]<br>[WI]                            | [OR]<br>[WY]              |
|  |   |   |   |   | [01]                                 | [יי                                      | [47]                                    | [AAV]   | [44.4]                  | [**1]                                   | [441]                     |
|  | `   |   | if individua  |   |                                      |  |   | · · · · · ·   |                         |   |                           |
|  |   | dence Add   |   |   |                                      | •  |   |   |                         |   |                           |
|  |   |   | or Dealer   |   |                                      |  |   | <del></del>   |                         |   |                           |
|  |   |   | ed Has So<br>cindividual  |   |                                      |  | ırchasers                               |   |                         | г                                       | ] All States              |
| (Check :   |   |   |   | _   |                                      | <br>[CT]                                 | [DE]                                    | [DC]  | [FL]                    | ι<br>[GA]                               | [HI]                      |
| • •  | [AK]  | [AZ]  | [AR]  | [CA]<br>[KY]  | [CO]                                 | [ME]                                     | [MD]                                    | [DC]<br>[MA]  | [MI]                    | [GA]                                    | [MS]                      |
| (IL)<br>(MT)                                     | [IN]  | [IA]<br>[N\/]   | [KS]<br>[NH]  |   | [LA]<br>[NM]                         | [NY]                                     | [NC]                                    | [ND]  | [OH]                    | [OK]                                    | [MS]                      |
| (MT)   | (NE)  | [NV]  |   | [NJ]  |                                      |  |   |   | [WV]                    |   |                           |
| [RI]   | [SC]  | [SD]  | [TN]  | [TX]  | [UT]                                 | [VT]                                     | [VA]                                    | [WA]  | [vvv]                   | [WI]                                    | [WY]                      |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Turn of Consider   | Aggregate<br>Offering Price | Already<br>Sold                      |
|--|-----------------------------|--------------------------------------|
| Type of Security   | \$                          | \$                                   |
| Debt   | ·                           | \$570,500                            |
| Equity   | \$2,555,000                 | #370,000                             |
| [X] Common [ ] Preferred   | ¢                           | \$                                   |
| Convertible Securities (including warrants)  |                             | \$<br>\$                             |
| Partnership Interests  |                             | ·                                    |
| Other (Specify:)   | \$                          | \$                                   |
| Total  | \$2,535,000                 | \$570,500                            |
| Answer also in Appendix, Column 3, if filing under ULOE.   |                             |                                      |
| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  |                             |                                      |
|  | Number                      | Aggregate Dollar Amount of Purchases |
| Accredited Investors   | 14                          | \$570,500                            |
| Non-accredited Investors   |                             | \$                                   |
| Total (for filings under Rule 504 only)  |                             | \$                                   |
| Answer also in Appendix, Column 4, if filing under ULOE.   |                             |                                      |
| sale of securities in this offering. Classify securities by type listed in Part C-Question 1.  | Type of                     | Dollar Amount                        |
| Type of offering   |                             | Sold                                 |
| Rule 505   |                             | \$                                   |
| Regulation A   |                             | \$                                   |
| Rule 504   |                             | \$                                   |
| Total  |                             | \$                                   |
| 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees |                             | \$500<br>\$50,000                    |
| Engineering Fees   | [] <b>\$</b>                |                                      |
| Sales Commissions (specify finders' fees separately)   |                             | 253,500                              |
| Other Expenses (identify)  |                             |                                      |
| Total  |                             | 304,000                              |
| b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted grosproceeds to the issuer."   | ss <b>\$2</b> ,             | 231,000                              |

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

|  | Payments to<br>Officers,<br>Directors, &<br>Affiliates | Payments To<br>Others |
|--|--|-----------------------|
| Salaries and fees  | [ X ] \$608,150  | [ X ] \$300,000       |
| Purchase of real estate  | []\$   | _ []\$                |
| Purchase, rental or leasing and installation of machinery and equipment  | []\$   | [X]\$221,500          |
| Construction or leasing of plant buildings and facilities  | [X]\$60,750  | [X]\$50,000           |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | []\$   | . []\$                |
| Repayment of indebtedness  |  |                       |
| Working capital  | []\$   | [X] \$16,000          |
| Other (specify): Sakes and marketing, research and development, professional fees  | []\$   | _ {X} \$974,600       |
| Column Totals  |  | [X] \$1,562,100       |
| Total Payments Listed (column totals added)  | [X] \$   | 2,231,000             |

| Better ATM Services, Inc.  Name of Signer (Print or Type)  Derek Cook  CFO  ATTENTION  Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)  E. STATE SIGNATURE  1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?  See Appendix, Column 5, for state response. 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239,500) at such times as required by state law.  3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.  4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.  The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on it behalf by the undersigned duly authorized person.  Issuer (Print or Type)  Signature  Date  2-15-2008  Name of Signer (Print or Type)  Title of Signer (Print or Type)  | Issuer (Print or Type)  | Signature  | Date  |
|--|---|--|---|
| Name of Signer (Print or Type)  Title of Signer (Print or Type)  Derek Cook  CFO  ATTENTION  Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)  E. STATE SIGNATURE  1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?  See Appendix, Column 5, for state response.  2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239,500) at such times as required by state law.  3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.  4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.  The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on it behalf by the undersigned duly authorized person.  Issuer (Print or Type)  Signature  Date  2-15-2008  | Retter ATM Services, Inc.   | 18   | 2-15-2008   |
| Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)  E. STATE SIGNATURE  1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?  See Appendix, Column 5, for state response.  2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239,500) at such times as required by state law.  3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.  4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.  The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on it behalf by the undersigned duly authorized person.  Issuer (Print or Type)  Signature  Date  2-15-2008   | T, TT 12  | Title of Signer (Print or Type)                          | . ,   |
| E. STATE SIGNATURE  1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?  See Appendix, Column 5, for state response.  2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239,500) at such times as required by state law.  3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.  4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.  The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on it behalf by the undersigned duly authorized person.  Issuer (Print or Type)  Signature  Date  2-15-2008   | Derek Cook  | CFO  |   |
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| See Appendix, Column 5, for state response.  2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239,500) at such times as required by state law.  3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.  4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.  The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on it behalf by the undersigned duly authorized person.  Signature  Date  Date  Date  Date  Date   | Intentional misstatements or omi  | ssions of fact constitute federal crimina                | il violations. (See 18 U.S.C. 1001.)              |
| See Appendix, Column 5, for state response.  2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239,500) at such times as required by state law.  3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.  4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.  The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on it behalf by the undersigned duly authorized person.  Issuer (Print or Type)  Signature  Date  2-15-2009  |   | E. STATE SIGNATURE                                       |   |
| 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239,500) at such times as required by state law.  3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.  4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.  The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on it behalf by the undersigned duly authorized person.  Signature  Date  | 1. Is any party described in 17 CFR 230   | 2.262 presently subject to any of the disqua             | lification provisions of such rule?               |
| 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.  The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on it behalf by the undersigned duly authorized person.  Issuer (Print or Type)  Signature  Date  Date  | 2. The undersigned issuer hereby under  | rtakes to furnish to any state administrator             | e.<br>of any state in which this notice is filed, |
| the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.  The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on it behalf by the undersigned duly authorized person.  Issuer (Print or Type)  Signature  Date  Date  Date  | The undersigned issuer hereby unde furnished by the issuer to offerees.           | rtakes to furnish to the state administrators            | , upon written request, information               |
| behalf by the undersigned duly authorized person.  Issuer (Print or Type)  Signature  Date  2-15-2008  | the Uniform limited Offering Exemption  | (ULOE) of the state in which this notice is f            | iled and understands that the issuer              |
| Better ATM Services, Inc. 2-15-2008  | The issuer has read this notification and behalf by the undersigned duly authoriz | I knows the contents to be true and has du<br>ed person. | ly caused this notice to be signed on its         |
| the same and the s | Issuer (Print or Type)  | Signature  | Date  |
| The same of the sa | Retter ATM Services Inc   |  | 2-15-2008   |
|  |   | Title of Signer (Print or Type)                          |   |
|  | Derek Cook  | CFO  |   |

D. FEDERAL SIGNATURE

Instruction: Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Derek Cook

# **APPENDIX**

| 1     | 2                                       |                      | 3  |                                      |  | 1  |          | 5   |    |
|-------|---|----------------------|--|--------------------------------------|--|--|----------|-----|----|
|       | Intend to non-ac investors<br>(Part B-l | credited<br>in State | Type of security<br>and aggregate<br>offering price<br>offered in state<br>(Part C-Item 1) | a                                    | Type of intermediate in Type o | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |          |     |    |
|       | (Fart 5-                                | [[[]                 | (1 art 0-item t)   | !<br>                                | (i dit o   | 1 (10112   | 1        |     |    |
| State | Yes                                     | No                   |  | Number of<br>Accredited<br>Investors |  | Number of<br>Non-<br>Accredited<br>Investors   | Amount   | Yes | No |
| AL    |   |                      |  |                                      |  |  |          |     | ļ  |
| AK    |   | <u></u>              |  |                                      |  |  | <u> </u> |     |    |
| AZ    |   | X                    | Common<br>Stock –<br>\$256,000   | 5                                    | \$256,000  |  |          |     | x  |
| AR    |   |                      |  |                                      |  |  |          |     | 7  |
| CA    |   |                      |  |                                      |  |  |          |     |    |
| co    |   |                      |  |                                      |  |  | 1        |     | 1  |
| CT    |   |                      |  |                                      |  |  |          |     |    |
| DE    |   |                      |  |                                      |  |  | 1        |     |    |
| DC    |   |                      |  |                                      |  |  |          |     |    |
| FL    |   |                      |  |                                      |  |  |          |     |    |
| GA    |   |                      |  |                                      |  |  |          |     |    |
| НІ    |   |                      | .,   |                                      |  |  |          |     |    |
| ID    |   |                      |  |                                      |  |  |          |     |    |
| IL    |   | х                    | Common<br>Stock –<br>\$19,500  | 2                                    | \$19,500   |  |          |     | х  |
| IN    |   |                      |  |                                      |  |  |          |     |    |
| IA    |   |                      |  |                                      |  |  |          |     |    |
| KS    |   |                      |  |                                      |  |  |          |     |    |
| KY    |   |                      |  |                                      |  |  |          |     |    |
| LA    |   |                      |  |                                      |  |  |          |     |    |
| ME    |   |                      |  |                                      |  |  |          |     | 1  |
| MD    |   |                      |  |                                      |  |  |          |     | 1  |
| MA    |   |                      |  |                                      |  |  | <u> </u> |     | 1  |
| МІ    |   |                      |  |                                      |  |  |          |     |    |
| MN    |   |                      |  |                                      |  |  |          |     |    |
| MS    |   |                      |  |                                      |  |  |          |     |    |
| МО    |   |                      |  |                                      |  |  |          |     |    |
| MT    |   |                      |  |                                      |  |  |          |     |    |
| NE    |   |                      |  |                                      |  |  |          |     |    |
| NV    |   |                      |  |                                      |  |  |          |     |    |

| 1     | 2          |        | 3                              |                         | 4           | ,                               | <del></del> - | 5                       |         |
|-------|------------|--------|--------------------------------|-------------------------|-------------|---------------------------------|---------------|-------------------------|---------|
|       |            |        | T a fannishi                   |                         |             |                                 |               | Disqualif<br>under Stat |         |
|       | Intend t   | o sell | Type of security and aggregate |                         |             |                                 |               | (if yes, a              |         |
|       | to non-acc |        | offering price                 |                         | Type of inv | estor and                       |               | explana                 |         |
|       | investors  |        |                                | a                       |             | ased in State                   |               | waiver gr               |         |
| 1     | (Part B-I  |        | (Part C-Item 1)                |                         | (Part C-    |                                 |               | (Part E-I               | tem 1)  |
|       |            |        |                                | Number of<br>Accredited |             | Number of<br>Non-<br>Accredited |               |                         |         |
| State | Yes        | No     |                                |                         | Amount      | Investors                       | Amount        | Yes                     | No      |
| NH    |            |        |                                |                         |             |                                 |               |                         |         |
| NJ    |            |        |                                |                         |             |                                 |               |                         |         |
| NM    |            |        |                                |                         |             |                                 |               |                         |         |
| NY    |            |        |                                |                         |             |                                 |               |                         |         |
| NC    |            |        |                                |                         |             |                                 |               |                         |         |
| ND    |            |        |                                |                         |             |                                 |               |                         |         |
| ОН    |            |        |                                |                         |             |                                 | 1             |                         |         |
| ОК    |            |        |                                |                         |             |                                 |               |                         | 1<br>!  |
| OR    |            |        |                                |                         |             |                                 |               |                         | !<br>:  |
| PA    |            |        |                                |                         |             |                                 |               |                         | <u></u> |
| RI    |            |        |                                |                         |             |                                 | <u> </u>      |                         | <br>    |
| SC    |            |        |                                |                         |             |                                 |               |                         | +       |
| SD    |            |        |                                |                         |             |                                 | <u> </u>      |                         | ,       |
| TN    |            |        |                                |                         |             |                                 |               |                         |         |
| TX    |            |        |                                |                         |             |                                 |               |                         |         |
| UT    |            |        |                                |                         |             |                                 | <u> </u>      |                         |         |
| VT    |            |        |                                |                         |             |                                 |               |                         |         |
| VA    |            |        |                                |                         |             |                                 | 1             |                         | ,       |
| WA    |            | X      | Common<br>Stock –<br>\$136,500 | 3                       | \$136,500   |                                 |               |                         | X       |
| w     |            | ]      |                                |                         |             |                                 |               |                         |         |
| WI    |            |        |                                |                         |             |                                 |               |                         |         |
| WY    |            | x      | Common<br>Stock –<br>\$58,500  | 2                       | \$58,500    |                                 |               |                         | x       |

<sup>\*</sup> The remaining \$100,000 was sold to Canadian purchasers.